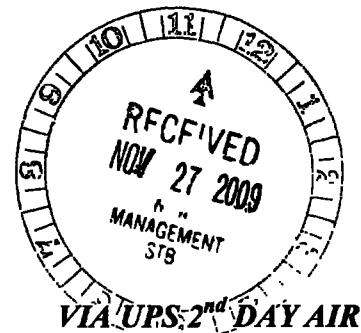


FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
Fax 847 318 7588



November 24, 2009

RECORDATION NO. 27252-CC FILED

NOV 27 '09 -2 5 2 PM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated October 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is for fifty eight (58) centerbeam flat cars having CN marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows.

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne'.

Marcia Dunne
Senior Documentation Specialist

Enclosures

(CN139)

ASSGN. NO. CN139

NOV 27 '09 -2 5 2 PM

MEMORANDUM OF LEASE – RIDER NO. 22**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of October 1, 2008 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 22 thereto dated as of October 1, 2008 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty eight (58).

DESCRIPTION OF CARS: 73', 263/268 GRL, riserless centerbeam flatcars.

CAR NUMBERS:

CN	626000	CN	626031
CN	626001	CN	626032
CN	626002	CN	626033
CN	626003	CN	626034
CN	626004	CN	626035
CN	626005	CN	626036
CN	626006	CN	626037
CN	626007	CN	626038
CN	626008	CN	626039
CN	626009	CN	626040
CN	626010	CN	626041
CN	626011	CN	626042
CN	626013	CN	626043
CN	626014	CN	626044
CN	626015	CN	626045
CN	626016	CN	626046
CN	626017	CN	626047
CN	626018	CN	626048
CN	626019	CN	626049
CN	626020	CN	626050
CN	626021	CN	626051
CN	626022	CN	626052
CN	626023	CN	626053
CN	626024	CN	626054
CN	626025	CN	626055
CN	626026	CN	626056
CN	626027	CN	626057
CN	626029	CN	626058
CN	626030	CN	626059